



# County of Fairfax, Virginia

## MEMORANDUM

Office of the County Attorney  
Suite 549, 12000 Government Center Parkway  
Fairfax, Virginia 22035-0064  
Phone: (703) 324-2421; Fax: (703) 324-2665  
www.fairfaxcounty.gov

**DATE:** June 28, 2012

**TO:** Miriam Bader, Staff Coordinator  
Zoning Evaluation Division  
Department of Planning and Zoning

**FROM:** Bette R. Crane, Paralegal *[Signature]*  
Office of the County Attorney

**SUBJECT:** Revised Affidavit  
SE 2011-BR-016  
Applicant: Cardinal Forest (E&A), LLC  
**BOS Hearing Date: 7/10/12**

**REF.:** 114084

Attached is an affidavit which has been approved by the Office of the County Attorney for the above-referenced case. Please include this affidavit dated 6/27/12, which bears my initials and is numbered 114084b, when you prepare the ~~staff report~~ *Supplemental BOS pkg. [Signature]*

Thank you for your cooperation.

Attachment

cc: (w/attach) Laura Gumkowski, Planning Technician I (sent via email)  
Zoning Evaluation Division  
Department of Planning and Zoning

## SPECIAL EXCEPTION AFFIDAVIT

DATE: June 27, 2012  
(enter date affidavit is notarized)

I, Mark A. Drogalis, do hereby state that I am an  
(enter name of applicant or authorized agent)

(check one)      ☐ applicant  
                         ☒ applicant's authorized agent listed in Par. 1(a) below

1140846

in Application No.(s): SE 2011-BR-016  
(enter County-assigned application number(s), e.g. SE 88-V-001)

and that, to the best of my knowledge and belief, the following information is true:

1(a). The following constitutes a listing of the names and addresses of all **APPLICANTS, TITLE OWNERS, CONTRACT PURCHASERS, and LESSEES** of the land described in the application,\* and, if any of the foregoing is a **TRUSTEE,\*\*** each **BENEFICIARY** of such trust, and all **ATTORNEYS and REAL ESTATE BROKERS**, and all **AGENTS** who have acted on behalf of any of the foregoing with respect to the application:

(**NOTE:** All relationships to the application listed above in **BOLD** print are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel(s) for each owner(s) in the Relationship column.)

NAME (enter first name, middle initial, and last name)	ADDRESS (enter number, street, city, state, and zip code)	RELATIONSHIP(S) (enter applicable relationships listed in <b>BOLD</b> above)
(1) Cardinal Forest (E&A), LLC	1221 Main St., Ste 1000, Columbia, SC 29201	Applicant/Title Owner of TM# 079-3-08-0005-D
Agents: Terry S. Brown	1221 Main St., Ste 1000, Columbia, SC 29201	Agent for Applicant/Title Owner
Jodie W. McLean	1221 Main St., Ste 1000, Columbia, SC 29201	Agent for Applicant/Title Owner
William C. Caldwell	7200 Wisconsin Ave, Ste 400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Steven F. Teets, L.E.	7200 Wisconsin Ave, Ste 400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Robert W. Griffin	7200 Wisconsin Ave, Ste 400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Mark A. Drogalis, Esq.	1221 Main St., Ste 1000, Columbia, SC 29201	Attorney/Agent for Applicant/Title Owner
(2) M.J. Wells & Associates, Inc.	1420 Spring Hill Rd., Ste. 600, McLean, VA 22102	Agent for Applicant/Title Owner
Agents: Robin Antonucci	1420 Spring Hill Rd., Ste. 600, McLean, VA 22102	Agent for Applicant/Title Owner
Priyatham Konda	1420 Spring Hill Rd., Ste. 600, McLean, VA 22102	Agent for Applicant/Title Owner
(3) Bohler Engineering VA, LLC	35 Technology Drive, Warren, NJ 07059	Agent for Applicant/Title Owner
Agents: Travis w. D'Amico	35 Technology Drive, Warren, NJ 07059	Agent for Applicant/Title Owner
Daniel M. Duke	35 Technology Drive, Warren, NJ 07059	Agent for Applicant/Title Owner

(check if applicable)      ☒ There are more relationships to be listed and Par. 1(a) is continued on a "Special Exception Attachment to Par. 1(a)" form.

\* In the case of a condominium, the title owner, contract purchaser, or lessee of 10% or more of the units in the condominium.

\*\* List as follows: Name of trustee, Trustee for (name of trust, if applicable), for the benefit of: (state name of each beneficiary).

**Special Exception Attachment to Par. 1(a)**DATE: June 27, 2012  
(enter date affidavit is notarized)for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))

**(NOTE):** All relationships to the application are to be disclosed. Multiple relationships may be listed together, e.g., **Attorney/Agent, Contract Purchaser/Lessee, Applicant/Title Owner**, etc. For a multiparcel application, list the Tax Map Number(s) of the parcel (s) for each owner(s) in the Relationship column.)

<b>NAME</b> (enter first name, middle initial, and last name)	<b>ADDRESS</b> (enter number, street, city, state, and zip code)	<b>RELATIONSHIP(S)</b> (enter applicable relationships listed in <b>BOLD</b> above)
(4) Edens Limited Partnership (formerly known as Edens Investments Limited Partnership)	1221 Main St, Ste 1000, Columbia, SC 29201	Agent for Applicant/Title Owner
Agents: Terry S. Brown	1221 Main St, Ste 1000, Columbia, SC 29201	Agent for Applicant/Title Owner
Jodie W. McLean	1221 Main St, Ste 1000, Columbia, SC 29201	Agent for Applicant/Title Owner
Steven C. Boyle	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner
William C. Caldwell	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Steven F. Teets, L.E.	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Robert W. Griffin	7200 Wisconsin Ave., #400, Bethesda, MD 20814	Agent for Applicant/Title Owner
Mark A. Drogalis, Esq.	1221 Main St, Ste 1000, Columbia, SC 29201	Attorney/Agent for Applicant/Title Owner

(check if applicable)

☐ There are more relationships to be listed and Par. 1(a) is continued further on a "Special Exception Attachment to Par. 1(a)" form.

## SPECIAL EXCEPTION AFFIDAVIT

DATE: June 27, 2012  
(enter date affidavit is notarized)

1140846

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number(s))

1(b). The following constitutes a listing\*\*\* of the **SHAREHOLDERS** of all corporations disclosed in this affidavit who own 10% or more of any class of stock issued by said corporation, and where such corporation has 10 or less shareholders, a listing of all of the shareholders:

**(NOTE:** Include **SOLE PROPRIETORSHIPS, LIMITED LIABILITY COMPANIES, and REAL ESTATE INVESTMENT TRUSTS** herein.)

## CORPORATION INFORMATION

**NAME & ADDRESS OF CORPORATION:** (enter complete name and number, street, city, state, and zip code) (1) Cardinal Forest (E&A), LLC  
1221 Main Street, Suite 1000  
Columbia, SC 29201

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.  
☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.  
☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF SHAREHOLDERS:** (enter first name, middle initial and last name)

(4) Edens Limited Partnership (formerly known as Edens Investments Limited Partnership)

(check if applicable) ☒ There is more corporation information and Par. 1(b) is continued on a "Special Exception Affidavit Attachment 1(b)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

**Special Exception Attachment to Par. 1(b)**

DATE: June 27, 2012  
(enter date affidavit is notarized)

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))

1140846

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

(2) M.J. Wells & Associates, Inc.  
1420 Spring Hill Road, Suite 600  
McLean, VA 22102

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

M.J. Wells & Associates, Inc. Employee  
Stock Ownership Trust (ESOT). All  
employees are eligible plan participants;  
however, no one employee owns more than  
10% of any class of stock.

**NAME & ADDRESS OF CORPORATION:** (enter complete name, number, street, city, state, and zip code)

(3) Bohler Engineering VA, LLC  
33 Technology Drive  
Warren, NJ 07059

**DESCRIPTION OF CORPORATION:** (check one statement)

- ☒ There are 10 or less shareholders, and all of the shareholders are listed below.
- ☐ There are more than 10 shareholders, and all of the shareholders owning 10% or more of any class of stock issued by said corporation are listed below.
- ☐ There are more than 10 shareholders, but no shareholder owns 10% or more of any class of stock issued by said corporation, and no shareholders are listed below.

**NAMES OF THE SHAREHOLDERS:** (enter first name, middle initial, and last name)

Ludwig H. Bohler, Member  
Adam J. Volanth, Member  
Daniel M. Duke, Member  
Mark R. Joyce, Member

(check if applicable) ☐ There is more corporation information and Par. 1(b) is continued further on a "Special Exception Attachment to Par. 1(b)" form.

## SPECIAL EXCEPTION AFFIDAVIT

DATE: June 27, 2012  
(enter date affidavit is notarized)

1140846

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number(s))

1(c). The following constitutes a listing\*\*\* of all of the **PARTNERS**, both **GENERAL** and **LIMITED**, in any partnership disclosed in this affidavit:

## PARTNERSHIP INFORMATION

**PARTNERSHIP NAME & ADDRESS:** (enter complete name, and number, street, city, state, and zip code)

(4) Edens Limited Partnership (formerly known as Edens Investments Limited Partnership)  
1221 Main Street, Suite 1000  
Columbia, SC 29201

(check if applicable) ☐ The above-listed partnership has no limited partners:

**NAMES AND TITLE OF THE PARTNERS** (enter first name, middle initial, last name, and title, e.g. **General Partner, Limited Partner, or General and Limited Partner**)

General Partner	Edens GP, LLC (formerly known as Edens & Avant Administrative LLC) ✓	This LLC does not own 10% or more of the Applicant/Title Owner.
Limited Partners	E&A Affiliates, LP ("Affiliates") ✓	Neither Affiliates, nor any individuals, partners, or members having a beneficial interest in Affiliates, holds a 10% or greater interest in Applicant/Title Owner.
	(5) Edens Investment Trust (formerly known as Edens & Avant Properties Trust ("Investment Trust")) ✓	
	<div style="display: flex; align-items: center;"> <div style="font-size: 3em; margin-right: 10px;">{</div> <div>           John R. Allen            Herbert F. Ames, Jr.            Keith A. Angely            Richard S. Black            Steven C. Boyle         </div> </div>	None of these named individuals who are limited partners hold a 10% or greater interest in Applicant/Title Owner. ✓

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued on a "Special Exception Affidavit Attachment to Par. 1(c)" form.

\*\*\* All listings which include partnerships, corporations, or trusts, to include the names of beneficiaries, must be broken down successively until: (a) only individual persons are listed or (b) the listing for a corporation having more than 10 shareholders has no shareholder owning 10% or more of any class of stock. *In the case of an APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land that is a partnership, corporation, or trust, such successive breakdown must include a listing and further breakdown of all of its partners, of its shareholders as required above, and of beneficiaries of any trusts. Such successive breakdown must also include breakdowns of any partnership, corporation, or trust owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land. Limited liability companies and real estate investment trusts and their equivalents are treated as corporations, with members being deemed the equivalent of shareholders; managing members shall also be listed.* Use footnote numbers to designate partnerships or corporations, which have further listings on an attachment page, and reference the same footnote numbers on the attachment page.

New Names

**Special Exception Attachment to Par. 1(c)**

DATE: June 27, 2012  
(enter date affidavit is notarized)

114084-6

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

(2) Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership)  
1221 Main Street, Suite 1000  
Columbia, SC 29201

[CONTINUED]

(check if applicable) ☐ The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner**)

LIMITED PARTNERS (Continued):

Richard T. Brandenburg, Jr.  
Terry S. Brown  
Jessica A. Bruner  
Grace E. Burnside  
William C. Caldwell  
Kerry M. Cavanaugh  
John C. Cocker  
Matthew R. Crosland  
Lyle E. Darnall  
Brian K. Davidson  
Mark A. Drogalis  
Bradford M. Dumont  
DeAnne C. Dunn  
Gregg M. Edelstein  
Joe A. Edens, III  
Jason C. Edwards  
Sara S. Fawcett  
Elizabeth A. Furnelli  
Emily C. Gagliardi  
Thomas R. Gallagher  
Mark P. Garside  
David G. Germakian  
Brooke L. Gonce  
Keith A. Hague  
Carol H. Hall  
Shani N. Hall  
Marguerite S. Harrison  
Albert L. James IV  
Sidney G. Johnston  
Samuel E. Judd  
Jeffrey S. Kaufman  
Michael D. Kenny  
Tom B. Kiler  
Christopher J. Kopecky  
Lynda S. Lange  
Brian J. Maloney  
Tina A. Marshall  
Gerard M. Matelski (deceased 5/12/12)  
Jodie W. McLean  
Peter J. Melmed  
Van B. Monroe

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.

**Special Exception Attachment to Par. 1(c)**

DATE: June 27, 2012  
(enter date affidavit is notarized)

1140846

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))

**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)

(2) Edens Limited Partnership (formerly known as Edens & Avant Investments Limited Partnership)  
1221 Main Street, Suite 1000  
Columbia, SC 29201

[CONTINUED]

(check if applicable) ☐ The above-listed partnership has no limited partners.

**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner**)

LIMITED PARTNERS (Continued):

Jami R. Passer  
William M. Ponder IV  
Edward B. Senenman  
Geoffrey H. Sharpe  
Maria A. Smith  
Jason K. Tompkins  
Rebecca S. Waters  
Robert A. Williams  
Jared S. Wilson

(check if applicable) ☒ There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.



**Special Exception Attachment to Par. 1(c)**DATE: June 27, 2012  
(enter date affidavit is notarized)1140846for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))**PARTNERSHIP NAME & ADDRESS:** (enter complete name & number, street, city, state & zip code)(3) Edens Investment Trust (formerly known as Edens & Avant Properties Trust)  
c/o Edens Limited Partnership  
1221 Main Street, Suite 1000  
Columbia, SC 29201

[CONTINUED]

(check if applicable) ☒ The above-listed partnership has no limited partners.**NAMES AND TITLES OF THE PARTNERS:** (enter first name, middle initial, last name, and title, e.g.,  
**General Partner, Limited Partner, or General and Limited Partner**)

## Trustees:

There are eight (8) named individuals who  
are trustees of the Trust, none of whom hold  
a 10% or greater interest in Applicant/Title  
Owner.

## Beneficiaries:

State Treasurer of the State of Michigan  
Retirement System, State Employees'  
Retirement System, Michigan Judges'  
Retirement System ("SMRS")SMRS holds a 30.934% interest (as of  
3/31/12) in Applicant/Title Owner;  
however, no one individual pension  
beneficiary has greater than a 10% interest  
in Applicant/Title Owner.New York State Teachers Retirement  
system ("NYSTRS")NYSTRS holds a 30.793% interest (as of  
3/31/12) in Applicant/Title Owner;  
however, no one individual pension  
beneficiary has greater than a 10% interest  
in Applicant/Title Owner.E&A Retail Investments LLC ("Retail").  
The sole member of Retail is JP Morgan  
Chase Bank, as trustee under Amended &  
Restated Trust dated November 13, 2001, as  
amended, for its Commingled Pension Trust  
Fund ("Strategic Property") (the "JP Morgan  
Trust")Retail holds a 32.14% interest (as of  
3/31/12) in Applicant/Title Owner;  
however, no individual beneficiary of the  
JP Morgan Trust has greater than a 10%  
interest in Applicant/Title Owner.(check if applicable) ☐ There is more partnership information and Par. 1(c) is continued further on a  
"Special Exception Attachment to Par. 1(c)" form.

## SPECIAL EXCEPTION AFFIDAVIT

DATE: June 27, 2012  
(enter date affidavit is notarized)

114084

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number(s))

1(d). One of the following boxes **must** be checked:

☐ In addition to the names listed in Paragraphs 1(a), 1(b), and 1(c) above, the following is a listing of any and all other individuals who own in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land:

☒ Other than the names listed in Paragraphs 1(a), 1(b), and 1(c) above, no individual owns in the aggregate (directly and as a shareholder, partner, and beneficiary of a trust) 10% or more of the **APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\*** of the land.

2. That no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household owns or has any financial interest in the subject land either individually, by ownership of stock in a corporation owning such land, or through an interest in a partnership owning such land.

**EXCEPT AS FOLLOWS:** (**NOTE:** If answer is none, enter "NONE" on the line below.)

NONE

(check if applicable) ☐ There are more interests to be listed and Par. 2 is continued on a "Special Exception Attachment to Par. 2" form.

**SPECIAL EXCEPTION AFFIDAVIT**

DATE: June 27, 2012  
(enter date affidavit is notarized)


1140846

3. That within the twelve-month period prior to the public hearing of this application, no member of the Fairfax County Board of Supervisors, Planning Commission, or any member of his or her immediate household, either directly or by way of partnership in which any of them is a partner, employee, agent, or attorney, or through a partner of any of them, or through a corporation in which any of them is an officer, director, employee, agent, or attorney or holds 10% or more of the outstanding bonds or shares of stock of a particular class, has, or has had any business or financial relationship, other than any ordinary depositor or customer relationship with or by a retail establishment, public utility, or bank, including any gift or donation having a value of more than \$100, singularly or in the aggregate, with any of those listed in Par. 1 above.

**EXCEPT AS FOLLOWS:** (NOTE: If answer is none, enter "NONE" on line below.)

Steven C. Boyle, disclosed in paragraph 1(c), has contributed in excess of \$100 to Providence District Supervisor Linda Q. Smyth.  
Jessica A. Bruner, disclosed in paragraph 1(c), has contributed in excess of \$100 to Providence District Supervisor Linda Q. Smyth.  
William C. Caldwell, disclosed in paragraph 1(c), has contributed in excess of \$100 to Providence District Supervisor Linda Q. Smyth.

**NOTE:** Business or financial relationships of the type described in this paragraph that arise after the filing of this application and before each public hearing must be disclosed prior to the public hearings. See Par. 4 below.)

(check if applicable) ☒ There are more disclosures to be listed and Par. 3 is continued on a "Special Exception Attachment to Par. 3" form. 

4. That the information contained in this affidavit is complete, that all partnerships, corporations, and trusts owning 10% or more of the APPLICANT, TITLE OWNER, CONTRACT PURCHASER, or LESSEE\* of the land have been listed and broken down, and that prior to each and every public hearing on this matter, I will reexamine this affidavit and provide any changed or supplemental information, including business or financial relationships of the type described in Paragraph 3 above, that arise on or after the date of this application.

WITNESS the following signature:

(check one)

☐ Applicant

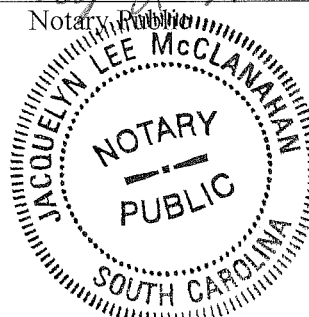
☒ Applicant's Authorized Agent

Mark A. Drogalis, Esq./Attorney/Agent for Applicant/Title Owner  
(type or print first name, middle initial, last name, and & title of signee)

Subscribed and sworn to before me this 27th day of June, 20 12, in the State/Comm. of South Carolina, County/City of Richland/Columbia.

My commission expires: 1/28/14

Jacquelyn L. McClanahan  
Notary Public



**Special Exception Attachment to Par. 3**

DATE: June 27, 2012  
(enter date affidavit is notarized)

114084-15

for Application No. (s): SE 2011-BR-016  
(enter County-assigned application number (s))

Jeffrey S. Kaufman, disclosed in paragraph 1(c), has contributed in excess of \$100 to Providence District Supervisor Linda Q. Smyth.  
Tom B. Kiler, disclosed in paragraph 1(c), has contributed in excess of \$100 to Providence District Supervisor Linda Q. Smyth.

(check if applicable)

☐ There are more disclosures to the listed for Par. 3, and Par. 3 is continued further on a "Special Exception Attachment to Par. 3" form.